

MALCOLM-WINDOVER HEIGHTS CIVIC ASSOCIATION
Vienna, Virginia

BY-LAWS (as amended)¹

Note: this version of the proposed amended By-Laws highlights the major proposed changes and includes (in italics) notes explaining the rationale behind the proposals. The italicized language is not part of the proposed amendments. A full version of the proposed changes, including all deletions and conforming changes, is available on the Association website.

PREAMBLE

The Malcolm-Windover Heights Civic Association, hereafter referred to as the Association, is a nonpolitical, nonprofit community organization in the Town of Vienna, Virginia. It is an organization of residents encompassing the Malcolm-Heights, Windover, and Commons areas of the Town of Vienna who join together to secure for themselves the enhancement of their area in terms of local services, area beautification and tranquility, and community involvement in crime control.

The Association believes that the following principles are essential to achieve its goals and it guided by them in all its activities:

Resident Participation: Encouragement of residents in the Association's area to join the Association and to participate fully in its sponsored activities and activities of other community groups designed to enhance the quality of life in the Association's area.

Participation in Public Affairs: Encouragement to participate fully in public affairs.

Reduction of Crime: Encouragement of residents to participate fully in the Neighborhood Watch Program sponsored jointly by the Association and Vienna Police Department to reduce and curb criminal activity and vandalism in the Association's area.

Representation of Community Before Town Officials: Presentation of residents' concerns and positions before the Town's Council, boards, and commissions to ensure a fair hearing of the community's majority position.

Promotion of Community Appearance: Encouragement of residents and Town officials to maintain the Association's area in an attractive manner to include streets, homes, and landscaping so as to be appealing to all citizens.

Promotion of Community Spirit and Helpfulness: Encouragement of residents to take pride in their community, to act in a spirit of cooperative neighborliness, and assist each other in time of need.

Equal Opportunity: Encouragement of the exercise of the basic right of all to join fully in the life and affairs of the community, regardless of race, creed, or sex.

¹ The MWCHA By-Laws were originally adopted on September 25, 1985. These By-Laws as amended incorporate all amendments through November 16, 2006.

ARTICLE I
NAME

The organization shall be known as the Malcolm-Windover Heights Civic Association, Town of Vienna, Virginia.

ARTICLE II
PURPOSE

The purpose of the Association shall be to further cooperation among residents within the Association area in the Town of Vienna in enhancing the community and providing for the common good.

ARTICLE III
MEMBERSHIP DUES AND VOTING RIGHTS

- a. **The basic unit of regular membership will be the “household.” Regular membership will be limited to all households within the Malcolm-Windover Heights and Commons areas of Vienna.**

One of the major changes in these proposed amendments is to specify the Household as the basic unit of regular membership. The Executive Board proposes this change for the following reasons:

- *Dues are paid by household, and not by individuals.*
 - *For most issues, voting by household seems fairer than voting by individual, as most issues affecting the neighborhood relate to property, and the householders more closely correlates to property holders than individuals.*
 - *Note, however, that the Board believes that, on occasion, the Membership may want to poll individual members on an issue, when, for example, when it is deemed important by the Membership that the sense of the community be measured on an individual basis. Accordingly, the proposed amendments include a clause that would allow for voting by individuals in certain instances.*
- b. Associate membership will be offered to other individuals of the Town of Vienna outside the Association area upon recommendation of the Executive Board and approval of the membership.
- c. Benefits applicable to regular members:
(1) Right to vote at Association meetings.
(2) Participation in Association activities.
(3) Assistance from the Association in addressing any problems to the Town Government.
- d. **Membership dues shall be ten dollars (\$10.00) per household for each fiscal year (the fiscal year of the Association shall be January 1st to the following December 31st). The Executive Board shall publish any proposed changes in membership dues by e-mail and the Spring newsletter. Unless five regular members voice opposition to the change in dues, the proposed dues will take force in the following fiscal year. If five regular**

members voice opposition, the proposed change in dues will be put to a vote of the regular membership. Any member whose dues are not paid by June of that fiscal year will be dropped from membership

This amendment reflects the current dues level, and also moves the power to set dues from the whole Association to the Executive Board. This proposed change simply is for administrative efficiency: a full Association vote is not needed to change dues under the proposed clause. However, the amendment does provide for notification and a mechanism for Members to oppose any change in dues and put the proposed change to a vote.

- e. **Voting of the MWCHA shall be by household. Each member household shall be assigned one vote, except in instances where the Membership, by majority of households present, decides to poll individuals within the boundaries of the MWCHA.**

See Note under Article I., para. a. above for an explanation of this amendment.

- f. No regular member shall be eligible to vote at a meeting of the Association unless his/her current dues have been paid.

ARTICLE IV OFFICERS AND THEIR DUTIES

- a. President – The President shall serve as the principal executive officer of the Association, shall preside at all meetings of the Association, and enforce all rules and regulations of the Association. The President shall appoint committees. The President shall not vote in proceedings of the Association except in the case of tie votes. The President shall represent the Association before the Town Council, Boards, or Commissions in the presentation of the Association’s position on issues of concern to the Association. The President shall be responsible for ensuring the publication of the Association’s bi-monthly Newsletter. The President shall preside at all meetings of the Association’s Executive Board. The President shall be a member in good standing and shall conduct the affairs of the organization in accordance with the Association’s by-laws. In the event of the absence, resignation or death of the President, the Vice President will function in the President’s stead until the next annual election of officers.
- b. Vice President – The Vice President shall have all the powers and prerogatives of the President and shall act for and serve in the absence of the President.
- c. Secretary – It shall be the duty of the Secretary to cause to be entered into proper books all resolutions and proceedings of the Association. The Secretary shall conduct correspondence relating to the organization and shall be responsible for issuing the Newsletter and all other notices of meetings and events of the Association. The Secretary shall perform such other duties as may be incidental to the office of the Secretary. **The Secretary shall compile a list of active regular and associate members present at each MWCHA meeting.**

This membership list is necessary in order to tally votes by household.

- d. Treasurer – It shall be the duty of the Treasurer to keep a record of the financial transactions of the Association. The Treasurer shall receive all monies for the Association, and upon

presentation of proper vouchers/bills, shall make all disbursements on behalf of the Association. **The Treasurer shall maintain a current record of the Membership**. The Treasurer shall render such interim reports of the state of the treasury as shall be requested by the President. **Except for postage and the annual Spring dinner**, the Treasurer shall have the authority to expend a maximum of \$75.00 without prior approval of the President or Association members. Such expenditures will subsequently be approved by the President or Executive Board.

The Board proposes two changes to the Treasurer responsibilities: 1) moving the responsibility for maintaining the Membership roster from Secretary to Treasurer (reflecting current practice); and 2) granting the Treasurer the right to pay for postage and the Spring Dinner as well as other bills, without Presidential authorization. Note that postage for any communications that are mailed to all households runs almost \$200.

- e. The Treasurer's books shall be subject to audit at least annually by an auditing committee appointed by the President or such outside authority as may be required relative to the status of the Association.
- f. **All officers shall serve as contact points for any member or resident within the MWHCA boundaries, and shall transmit the concerns of members to the Executive Board.**

The role of officers as "Contact Points" is intended to replace the role of Block Captains. As explained in the notes to Article IX below, the Board recommends that the position of Block Captain and the Block Captains Standing Committee be eliminated.

ARTICLE V ELECTION AND TENURE OF OFFICERS

- a. The officers of the Association shall be elected by a majority of members present at the annual meeting to be held in the Spring in accordance with the provisions of the officers' tenure. They shall assume office at the close of the meeting at which they are elected.
- b. **All officers shall serve two year terms, with election of President and Secretary on even years, and Vice President and Treasurer on odd years.**

Under the old By-Laws, the President and Vice President served one year terms, while the Treasurer and Secretary served two year terms. The proposed amendment standardizes the term of service for all officers as two years, and establishes an alternating year election cycle to promote continuity.

- c. In the case of an officer, other than the President, resigning or being unable to serve the full term of office, the office shall be filled at the next regular meeting by a majority of the members present. In the event of the President being unable to serve the full term, the office shall be filled by the Vice President in accordance with Article IV, a.
- d. Candidates for offices shall be selected by a nominating committee appointed by the President. **No current officer shall serve on the nominating committee. The names of the candidates so selected shall be submitted to the membership at the following Spring**

meeting. Nominations for officers shall also be invited in the Spring newsletter, and must be submitted to the Secretary one week prior to the Spring meeting.

The Board recommends that the use of a Nominating Committee to identify potential officers be maintained; however, a clause is added that would make current officers ineligible to serve on the Nominating Committee. The intended purpose of a resurrected and reformulated Nominating Committee is to find “new blood” willing to serve in officer roles. The one week prior notification requirement is intended to allow the Secretary time to contact any nominated individual to ensure that he/she is willing to serve before the date of the vote.

- e. A quorum of fifteen members is required to elect Association officers.

ARTICLE VI THE EXECUTIVE BOARD

- a. The Association’s Executive Board shall consist of current officers and all past Presidents of the Association.
- b. The Executive Board shall meet at least annually subsequent to the annual election of officers to establish broad guidelines, policy, and goals for the Association for the following twelve months. Such decisions by the Executive Board shall be subject to the vote of the membership at the next regularly scheduled Association meeting. Other meetings of the Executive Board may be called by the President or upon petition of not less than one-fourth of the Executive Board membership.
- c. The Executive Board shall appoint a Webmaster to maintain the Association’s website.**

One of the major changes within these proposed amendments is to recognize changes in communications since the time that the By-Laws originally were adopted. The “Webmaster” already is a critical element in MWCHA communications. This amendment formally recognizes the role.

ARTICLE VII ASSOCIATION MEETINGS

- a. Regular meetings of the Association shall be held in the Spring (normally the month of April) and the fall (normally the month of November)**
- b. Special meetings may be called: 1) at the discretion of the President or Vice President acting in the President’s stead.; or 2) by the President, upon receipt of a request for a Special Meeting from Five Regular Members.**

The old By-Laws stipulated monthly meetings. In reality, with modern schedules, MWCHA has not met with such regularity. Moreover, with modern communications, the Board believes that frequent meetings are not as necessary as they once might have been. Accordingly, reflecting recent past practice, the Board recommends the regularly-scheduled

meetings be held on a bi-annual basis, with special meetings callable at any time at the discretion of the President (or Vice President) or five households.

- c. In conjunction with the Spring Meeting the Association shall sponsor a social affair for members and invited guests. Selection of invited guests shall be made by the Executive Board.

ARTICLE VIII COMMUNICATIONS

- a. **The Association shall publish a semi-annual Newsletter containing information relevant to the Association membership and community. The first Newsletter each year shall be published at least three weeks prior to the scheduled date for the Spring Dinner and meeting and will be mailed to all households within the Malcolm Windover Heights boundaries, the households of all associate members, and such others as determined by the Executive Board. The second newsletter will be published in October and will be mailed only to the households of members and associate members**
- b. **The Webmaster shall be responsible for maintaining a website containing copies of the recent Newsletter, items of interest to the Malcolm Windover Heights area, and maintain said website regularly.**
- c. **The Webmaster shall be responsible for maintaining a list of addresses of individuals interested in receiving communications of the Association by e-mail.**
- d. **Any household may waive their right to receive a copy of communications by mail and receive only copies by e-mail. The Webmaster shall maintain a list of all members that have requested only e-mailed version of communications.**
- e. **Other communications, including notices of meetings and other items of Association interest will be made through e-mails to interested individuals, and posted on the website, as set forth in b. above.**

As mentioned, the Board believes that the Article on Communications should be updated to reflect modern technology. The Association already has in place an active website and an e-mail list that includes a number of households. The changes formalize the use of e-mails and the website to distribute items of interest to the Association members. In addition, reflecting the availability of information on the website, and as a means of saving money and trees, the Board recommends that: 1) only the Spring newsletter be “mass-mailed” to all Members; and 2) members be given the right to opt out of receiving a hard copy of the newsletter by mail.

ARTICLE IX COMMITTEES

- a. The Association shall have such standing committees as are necessary to facilitate Association activities. Chairpersons of each committee shall be selected by the President or

the Vice President acting in the President's stead. The term of office for each committee chairperson shall be one year. Standing committees of the Association shall be:

(1) Neighborhood Watch Committee. The committee shall be headed by a Watch Program Director assisted by six regional directors. The Watch Program Director shall be responsible for ensuring that the Watch Program functions in accordance with the needs of the Association and as detailed in the instructions for the Watch Program; and providing liaison between the Association and the Vienna Town Police Department and chairpersons of other Watch Programs within Vienna. The Watch Committee Director shall provide the Association President with information regarding the Watch Program for inclusion in the newsletter.

(3) Social Committee. The committee shall be headed by a Social Committee Chairperson and shall include such other members as the Chairperson selects. The Social Committee shall be responsible for arranging the May social affair and the November banquet. The Committee shall also be responsible for ensuring that refreshments are available at Association meetings and such other functions as the Association may sponsor.

- b. Additional standing committees may be formed as needed and approved by the members. Temporary committees may be formed as the need arises and at the discretion of the President or the Vice President acting in the President's stead.

The only major substantive change to this Section is the elimination of the Block Captain role and the associated Standing Committee. The Board believes that modern communications technology is such that all Members have a relatively easy way to make their concerns and opinions known. However, in order to promote communications between neighbors and the Board, the board proposes including an amendment (under Article IV above) that specifies that officers shall be responsible for hearing concerns and comments of members.

ARTICLE X PARLIAMENTARY AUTHORITY

Roberts Rule of Order, Revised, shall govern in all meetings of the membership and of the Executive Board where applicable and not inconsistent with these By-laws.

ARTICLE XI METHOD OF VOTING

Membership votes can be accomplished either at publicly announced meetings, mail, or Internet, provided, however that the Executive Board take steps to ensure the integrity of all voting by mail or Internet .

The above proposed amendment is intended to allow the Association the flexibility to use modern communications for voting.

ARTICLE XII
AMENDMENTS

These by-laws may be amended by a majority vote of the members present at any Association regular meeting, provided that the proposed amendment has been made known by written communication to the membership at least seven days in advance of the meeting at which it is adopted. In order to be considered, a proposed amendment to the by-laws must be proposed by the Executive Board, or proposed in a petition signed by at least ten members of the Association and transmitted to the Secretary at least three weeks prior to the meeting at which it is proposed to be offered.

ARTICLE XIII
DEFINITIONS

Household: A household consists of the combined adult (18 and over) full-time residents within a single residential dwelling located within the Malcolm Windover Heights boundaries.

The boundaries of the Malcolm Windover Heights area are:

- *Nutley St. (Rt. 237) from Courthouse Rd. to Malcolm Rd. (includes Commons Drive & Commons Court)*
- *Malcolm from Orchard St. to Lawyers Rd. (includes Lincoln & Highland Streets)*
- *Lawyers Rd. from Malcolm Rd. to Court House Rd.*
- *Courthouse Rd. from Maple Ave. to Nutley St.*

For the sake of clarity, the Board recommends that the above words and phrases be defined under the By-Laws.